

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

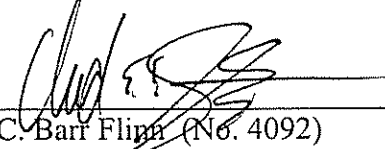
PHOENIX PAYMENT SYSTEMS, INC.)	
d/b/a ELECTRONIC PAYMENT)	
EXCHANGE,)	
)	
Plaintiff,)	
)	
v.)	C.A. No. 07-537-***
)	
LEXCEL, INC. and)	
LEXCEL SOLUTIONS, INC.,)	
)	
Defendants.)	

MOTION AND ORDER FOR ADMISSION *PRO HAC VICE*

Pursuant to Local Rule 83.5 and the attached certifications, counsel moves the admission *pro hac vice* of *Lawrence G. Scarborough, Esquire; George C. Chen, Esquire and Jason K. Reed, Esquire* of Bryan Cave LLP to represent Lexcel, Inc. and Lexcel Solutions, Inc. in this matter.

Pursuant to the Standing Order for District Court Fund, effective January 1, 2005, the annual fee of \$25.00 per attorney, if not paid previously, is enclosed with this motion.

YOUNG CONAWAY STARGATT &
TAYLOR, LLP



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Chad S.C. Stover (No. 4919)
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Wilmington, DE 19801
(302) 571-6600
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*Attorneys for Defendants
Lexcel, Inc. and Lexcel Solutions, Inc.*

ORDER GRANTING MOTION

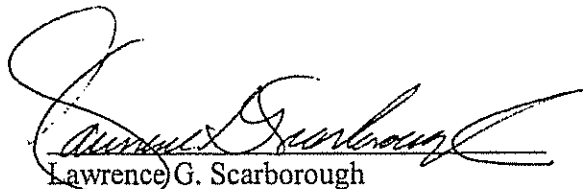
IT IS HEREBY ORDERED that counsel's motion for the admission *pro hac vice* of Lawrence G. Scarborough, Esquire, George C. Chen, Esquire and Jason K. Reed, Esquire is granted.

Date: January ___, 2008

United States District Judge

CERTIFICATION BY COUNSEL TO BE ADMITTED PRO HAC VICE

Pursuant to Local Rule 83.5, I, Lawrence G. Scarborough, Esquire, certify that I am eligible for admission to this Court, am admitted, practicing and in good standing as a member of the Bar of the State of Arizona (admitted 1981) and also admitted to practice in the following federal jurisdictions: United States District Court – District of Arizona (admitted 1981); United States District Court – Northern District of California (admitted 1984); United States District Court – Southern District of California (admitted 1995); United States District Court – Western District of Michigan (admitted 1995); United States District Court – District of Minnesota (admitted 1993); United States District Court – Eastern District of Wisconsin (admitted 1988); United States Court of Appeals for the Ninth Circuit (admitted 1981); United States Court of Appeals for the Eleventh Circuit (admitted 1988); United States Supreme Court (admitted 1985); and pursuant to Local Rule 83.6 submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of this action. I also certify I am generally familiar with this Court's Local Rules. In accordance with Standing Order for District Court Fund effective January 1, 2005, I further certify that the annual fee of \$25.00 has been paid to the Clerk of Court, or, if not paid previously, the fee payment will be submitted to the Clerk's Office upon the filing of this motion.

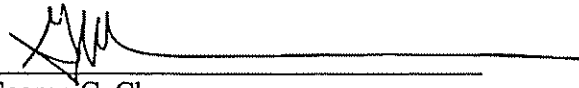
A handwritten signature in black ink, appearing to read "Lawrence G. Scarborough", is written over a horizontal line.

Lawrence G. Scarborough
Bryan Cave LLP
One Renaissance Square
Two North Central Ave., Suite 2200
Phoenix, AZ 85004-4406

Dated: January 3, 2008
602437

CERTIFICATION BY COUNSEL TO BE ADMITTED PRO HAC VICE

Pursuant to Local Rule 83.5, I, George C. Chen, Esquire, certify that I am eligible for admission to this Court, am admitted, practicing and in good standing as a member of the Bar of the State of Arizona (admitted 1999), and also admitted to practice in the following jurisdictions: United States District Court – District of Arizona (admitted 1999); Supreme Court of the State of Arizona, (admitted 1999); United States Court of Appeals for the Ninth Circuit (admitted 2003); United States Court of Appeals for the Federal Circuit (admitted 2006); United States Patent and Trademark Office (admitted 1996) and pursuant to Local Rule 83.6 submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of this action. I also certify I am generally familiar with this Court's Local Rules. In accordance with Standing Order for District Court Fund effective January 1, 2005, I further certify that the annual fee of \$25.00 has been paid to the Clerk of Court, or, if not paid previously, the fee payment will be submitted to the Clerk's Office upon the filing of this motion.

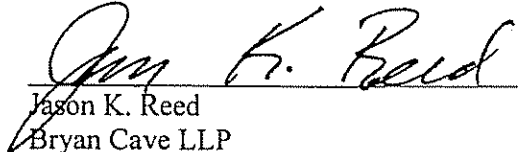

George C. Chen
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One Renaissance Square
Two North Central Ave., Suite 2200
Phoenix, AZ 85004-4406

Dated: January 3, 2008

602439

CERTIFICATION BY COUNSEL TO BE ADMITTED PRO HAC VICE

Pursuant to Local Rule 83.5, I, Jason K. Reed, Esquire, certify that I am eligible for admission to this Court, am admitted, practicing and in good standing as a member of the Bar of the State of Arizona (admitted 2003) and also admitted to practice in the United States District Court – District of Arizona (admitted 2003) and pursuant to Local Rule 83.6 submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of this action. I also certify I am generally familiar with this Court's Local Rules. In accordance with Standing Order for District Court Fund effective January 1, 2005, I further certify that the annual fee of \$25.00 has been paid to the Clerk of Court, or, if not paid previously, the fee payment will be submitted to the Clerk's Office upon the filing of this motion.


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Dated: January 3, 2008